



Annual Report  
2009 - 2010

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**ANNUAL GENERAL MEETING ON**

Saturday the September 25, 2010 at  
4.00 p.m. at Flat No. 101/102,  
Triveni Co-Op. Housing Society Ltd.  
Mitt Chowki, Marve Road,  
Malad (West), Mumbai - 400 064

As a measure of economy, copies of the  
Annual Report will not be distributed at  
the Annual General Meeting.  
Shareholders are requested to kindly  
bring their copies to the Meeting.

**BOARD OF DIRECTORS**

B.S. Rajpurohit - *Chairman*  
Ragini Gupta  
Mahesh Jain

**Bankers**

Central Bank of India  
The Federal Bank Ltd.

**Auditors**

Prashant Wakhariya & Co.

**Registered Office**

Rajabhadur Mansion  
2<sup>nd</sup> Floor,  
28, Mumbai Samachar Marg,  
Fort, Mumbai.- 400 001.

**Registrars & Transfer Agents**

Adroit Corporate Services Pvt. Ltd.  
19/20, Jaferbhoy Industrial Estate,  
1<sup>st</sup> Floor, Makwana Road,  
Marol Naka, Andheri (East),  
Mumbai – 400 059.

**NOTICE**

NOTICE is hereby given that the Twenty First Annual General Meeting of the members of **NU-TECH CORPORATE SERVICES LIMITED** will be held on Saturday, September 25, 2010 at 4:00 p.m., at Flat No. 101/102, Triveni Co-op. Housing Society Ltd. Mitt Chowki, Marve Road, Malad (West), Mumbai - 400 064 to transact the following business:

**Ordinary Business:**

To receive, consider and adopt the Audited Balance Sheet as at March 31, 2010 and the Profit and Loss account for the year ended on that date and the Report of the Directors and the Auditors thereon.

To appoint a Director in place of Mr. B.S. Rajpurohit who retires by rotation and being eligible, offers herself for re-appointment.

To appoint M/s. Prashant Wakharia & Co., Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration.

By Order of the Board of Directors,  
**For NU-TECH CORPORATE SERVICES LIMITED**

**B.S. Rajpurohit**  
**Chairman**

Mumbai, May 26, 2010

**Registered Office:**

28, Rajabhadur Mansion,  
Bombay Samachar Marg,  
Mumbai - 400 001.

**NOTES:**

- A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- The Register of Members and the Share Transfer books of the Company will remain closed from Friday, September 17, 2010 to Saturday, September 25, 2010 (both days inclusive).
- Members are requested to bring the copy of their Annual Report and the Attendance Slip at the Annual General meeting.
- Members desirous of obtaining any information concerning the accounts and operations of the Company

are requested to write to the Company at least 7 days before the meeting so that the information required may be made available at the meeting, to the best extent possible.

- Shareholders holding shares in physical form are requested to advise any change of address immediately to Company's Registrar and Share Transfer Agents, Adroit Corporate Services Private Limited having their office at 19/20, Jaferbhoy Industrial Estate, 1<sup>st</sup> Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai 400 059, Tel. No.: 28594060, Fax No. 28503748, E-mail:- adroits@vsnl.net. **Shareholders holding shares in electronic form must advise their respective Depository Participants about change in address and not to the Company.**
- Pursuant to Section 109A of the Companies Act, 1956, Shareholders are entitled to make nomination in respect of their shares held in the Company. Shareholders desirous of making nominations are requested to send their requests in Form No. 2B in duplicate (which will be made available on request) to the Registrar and Share Transfer Agent of the Company

**Details of the directors seeking re-appointment at the forthcoming Annual General Meeting [In pursuance of Clause 49 of the Listing Agreement]**

Name of the Director	Mr. B.S. Rajpurohit
Date of Birth	November 15, 1960
Nationality	Indian
Date of Appointment	August 25, 2005
Qualifications	B.Com., L.L.B
Expertise in specific functional areas	More than 22 years of experience in the field of Accounts, Finance and Administration
Directorships held in other companies (excluding private and foreign companies)	NIL
Committee position held in other companies	NIL
Shareholding of non-executive directors	NIL

By Order of the Board of Directors,  
**For NU-TECH CORPORATE SERVICES LIMITED**

**B.S Rajpurohit**  
**Chairman**

Mumbai, May 26, 2010

**Registered Office:**

28, Rajabhadur Mansion,  
Bombay Samachar Marg,  
Mumbai - 400 001.

## DIRECTORS' REPORT

Your Directors present their Twenty First Annual Report of the Company together with the Audited Statement of Accounts for the year ended March 31, 2010.

### 1. FINANCIAL RESULTS

	(Rupees)	
	April 1, 2009 to March 31, 2010	April 1, 2008 to March 31, 2009
(A) Gross income	<b>2,076,221</b>	2,112,250
Profit / (Loss) before depreciation, provision for non performing assets written back and provision for diminution in value of investments written back	<b>(25,420,362)</b>	(25,288,423)
Less: Depreciation	<b>971,713</b>	967,286
Less: Provision for diminution in value of Investments	—	—
Add: Provision written back for Non-Performing assets (net)	<b>4,000,000</b>	3,400,000
Profit / (Loss) before Tax	<b>(22,392,075)</b>	(22,855,709)
Provision for tax	—	2,486
Profit / (Loss) after tax	<b>(22,392,075)</b>	(22,858,195)
Add: Balance brought forward	<b>(481,429,108)</b>	(458,570,913)
(B) Leaving a balance to be carried forward	<b>(503,821,183)</b>	(481,429,108)
Basic and diluted earnings per equity share (Rs.)	<b>(1.87)</b>	(1.90)

In view of the carried forward losses, your directors are unable to recommend any dividend.

### 2. OPERATING RESULTS

The Company continued to concentrate its efforts to recover its dues from Non Performing Assets (NPA) accounts arising out of its leasing/hire purchase activities. In the year 2009-2010, the Company has entered into One Time Settlement with some of its

debtors. The recoveries made during the year from NPA accounts is to the tune of Rs.40.00 Lakhs. The Company is exerting all its efforts in making more and more recoveries.

### 3. FIXED DEPOSITS

The Company does not accept any fixed deposits.

### 4. OUTLOOK

Although, the management is constantly exploring the possibility of starting new activities, but due to the impediments of high NPAs and huge Income Tax liabilities, the management cannot make firm decision as well as meet the fund requirements for starting new activities.

### 5. DIRECTORS

Mrs. Ragini Gupta retires by rotation and being eligible, offers herself for re-appointment.

The brief resume of the above Director, nature of expertise in specific functional areas, names of companies in which the Directorship is held and the membership of the Committees of the Board and their shareholding in the Company is given in the Notice of the ensuing Annual General Meeting.

### 6. AUDITOR'S REPORT

The observations made by the auditors in para ii of their Report and para x of the Annexure to the Auditors' Report have been appropriately dealt with in the notes forming part of the accounts.

With reference to their statement set out in para xvii of the Annexure to the Auditor's Report, management is of the opinion that since the Company does not have adequate long term funds, partly short term funds have been used to finance the losses.

### 7. AUDIT COMMITTEE

The Audit Committee comprises of Mr. B.S. Rajpurohit (Chairman), Mr. Mahesh Jain and Mrs. Ragini Gupta, all being Non-Executive Independent Directors. The Audit Committee met 5 times during the year under review.

### 8. AUDITORS

You are requested to re-appoint M/s. Prashant Wakhariya & Co., Chartered Accountants, as Auditors of the Company from the conclusion of the 21<sup>st</sup> Annual General Meeting until the conclusion of the 22<sup>nd</sup> Annual General Meeting of the Company.

M/s. Prashant Wakhariya & Co., have also expressed their willingness to act as Auditors of the Company, if re-appointed and have further confirmed that the said appointment would be in conformity with the provisions of Section 224(1B) of the Companies Act, 1956.

## **9. MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Management Discussion and Analysis Report for the year under review as required under Clause 49 of the Listing Agreement with the Stock Exchanges, is given as a separate statement in the Annual Report.

## **10. CORPORATE GOVERNANCE**

A separate section on Corporate Governance forms part of the Annual Report. A certificate regarding compliance of conditions of Corporate Governance as stipulated under clause 49 of the Listing Agreement forms part of the Annual Report.

## **11. DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 217 (2AA) of the Companies (Amendment) Act, 2000, your Directors confirm that;

- (a) in the preparation of the accounts, the applicable accounting standards have been followed;
- (b) appropriate accounting policies have been selected and applied consistently and that the Directors have made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the affairs of the Company for the year ended March 31, 2010;

(c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and

(d) the accounts have been prepared on a going concern basis.

## **12. PARTICULARS OF EMPLOYEES UNDER SECTION 217(2A)**

There are no employees whose particulars are required to be disclosed in terms of the provisions of Section 217 (2A) of the Companies (Particulars of Employees) Rules 1975, as amended.

## **13. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGOINGS**

Your Company is not engaged in any manufacturing activities, and therefore, there are no particulars to be disclosed under the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, relating to conservation of energy or technology absorption. During the year under review, the Company did not earn any foreign exchange and there was no expenditure in foreign exchange.

## **14. ACKNOWLEDGEMENTS**

Your Directors wish to thank the shareholders for their continued confidence in the Company.

For and on behalf of the Board of Directors

**B.S. Rajpurohit**  
Chairman

Place : Mumbai  
Date : May 26, 2010

## REPORT ON CORPORATE GOVERNANCE

### 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company has been following the principles of good corporate governance. The Company is professionally run. It follows a policy of transparency, compliance with all the statutory guidelines and proper disclosures and has always acted in the best interest of all its stakeholders.

### 2. BOARD OF DIRECTORS

**The Board of Directors consists of people drawn from various disciplines such as finance and taxation, international finance and general management.**

Composition of the Board, Category of Directors, Other Directorships, Committee Memberships and Chairmanships of other companies as on March 31, 2010 are given in the table below:

Sr. No.	Name	Category	No. of other Directorships held*	No. of Committee Memberships of other Companies#	No. of Committee Chairmanships of other Companies
1.	Mr. B.S. Bajpurohit	I/NE-Chairman	1	Nil	1
2.	Mr. Mahesh Jain	I/NE	Nil	Nil	Nil
3.	Mrs. Ragini Gupta	I/NE	1	1	Nil

I - Independent Director  
NE - Non-Executive Director

\* Excludes alternate directorships and directorships in foreign companies, and private companies which are neither a subsidiary nor a holding company of a public company.

# Excludes committees other than Audit Committee, Shareholder / Investor Grievance Committee and membership of committees of Companies other than Public Limited Companies.

During the year, there were no changes in the Board of Directors of the Company.

#### Board Meetings

The regular meetings of the Board are scheduled well in advance. The Board meets at least once in a quarter inter-alia to review the performance of the Company. For each meeting, a detailed agenda is prepared in consultation with the Chairman.

During the year 2009-2010, 5 Board Meetings were held i.e., on May 16, 2009, June 25, 2009, July, 27, 2009, October 27, 2009 and January 22, 2010.

Attendance at Board meetings and the Annual General Meeting (AGM)

Name of the Director	No. of Board meetings attended	Attendance at the last AGM
Mr. B.S. Rajpurohit	5	Yes
Mr. Mahesh Jain	5	Yes
Mrs. Ragini Gupta	5	No

### 3. BOARD COMMITTEES

The Board has constituted the following Committees of Directors

#### a) Audit Committee:

The Audit Committee was constituted on March 14, 2001. It was last reconstituted on July 25, 2007.

A brief description of the terms of reference of the Audit Committee is as follows:

To review Internal Auditors' Report, the Statutory Auditors' Report on the financial statements and to select and establish accounting policies, reviewing the impact of these on financial statements.

During the year under review, 5 meetings of the Audit Committee were held, the dates being May 16, 2009, June 25, 2009, July, 27, 2009, October 27, 2009 and January 22, 2010.

The composition and attendance of members at the Audit Committee Meetings are as follows:

Audit Committee Members	Status	No. of Audit Committee Meetings Attended
Mr. B.S. Rajpurohit	Chairman	5
Mr. Mahesh Jain	Member	5
Mrs. Ragini Gupta	Member	5

All members of the Audit Committee are non-executive directors. The representatives of the statutory auditors are invitees to the meetings.

#### b) Remuneration Committee (Non Mandatory):

Company constituted a Remuneration Committee on October 30, 2002 consisting of three Non-Executive Directors and two Independent Directors. The Committee was last reconstituted on July 25, 2007.

Main functions of the Remuneration Committee includes recommendation to the Board of Directors, Salary, perquisites, commission and retirement benefits and finalisation of package payable to the Company's Managing or Whole-time Directors.

Since, no remuneration is being paid to any of the Directors of the Company, no meeting of the Remuneration Committee was held during the year under review.

The composition of members at the Remuneration Committee Meeting is as follows:

Remuneration Committee Members	Status
Mr. B.S. Rajpurohit	Chairman
Mr. Mahesh Jain	Member
Mrs. Ragini Gupta	Member

Details of remuneration to Non-Executive Directors for the year 2009-2010 are given below:

#### Sitting Fees

Name	Board Meetings Rs.	Committee Meetings Rs.	Total Rs.
Mr. B.S. Rajpurohit	25,000	10,000	35,000
Mr. Mahesh Jain	25,000	10,000	35,000
Mrs. Ragini Gupta	25,000	10,000	35,000
<b>Total</b>	<b>75,000</b>	<b>30,000</b>	<b>1,05,000</b>

#### c) Share Transfer & Shareholders' / Investors' Grievance Committee (STIGC)

This Committee:

- Approves and monitors transfers, transmissions, splitting and consolidation of shares and the issue of duplicate certificates; and
- Looks into various issues relating to share holders including redressing of complaints from shareholders relating to transfer of shares, non-receipt of balance sheets, dividends etc. The committee as on March 31, 2010 consists of 2 members, namely:

Mr. B.S. Rajpurohit - Chairman

Mr. Mahesh Jain - Member

The Committee generally meets once or twice a month and has met 17 times during the year.

- Name and designation of Compliance Officer :	Mr. B.S. Rajpurohit Director
- No. of shareholders complaints received during the year	3
- No. of complaints not resolved to the satisfaction of the shareholder	Nil
- Pending complaints as on 31.3.2010	Nil

The company attends to investor & shareholders grievances within 10-12 days from the date of receipt of the same.

#### d) Risk Management Committee (RMC)

This Board of Directors of the Company has constituted Risk Management Committee of Directors on June 26, 2006. The Risk Management Committee was last reconstituted on July 25, 2007 wherein Mr. B.S. Rajpurohit, Mr. Mahesh Jain and Mrs. Ragini Gupta were appointed as the members of the Committee.

The objective of this Committee is to identify the risk and control it through means of properly defined framework. The Committee regularly reviews the procedures for risk assessment and minimisation and the Board is informed accordingly.

During the year under review, 2 meetings of the Risk Management Committee were held, the dates being May 16, 2009 and October 27, 2009.

#### 4. COMPLIANCE WITH OTHER MANDATORY REQUIREMENTS

##### Management Discussion and Analysis

A Management Discussion and Analysis Report forms part of the Annual report and includes discussions on various matters specified under clause 49(IV)(F) of the Listing Agreement.

##### Disclosures

As required by revised clause 49, a statement in summary form of transactions with related parties are being periodically placed before the Audit Committee.

##### Disclosure of Accounting Treatment

Disclosure of Accounting Treatment wherever applicable have been made in the audited financial accounts for the year ended March 31, 2010.

##### Disclosure on Risk Management

The Company has laid down procedures to inform Board members about the risk assessment and minimization procedures. The Board shall periodically review the same.

##### Code of Conduct

As required by the revised clause 49 of the Listing Agreement, the Board of Directors of the Company have adopted a Code of Conduct for all Board members and Senior Management of the Company. The members of the Board of Directors and Senior Management have affirmed compliance of the said Code during the period under review. A declaration to this effect signed by the Chairman of the Company is given elsewhere in the Annual Report.



**CEO / CFO Certification**

A Certificate from the Chairman on the financial statements of the Company was placed before the Board.

**5. COMPLIANCE WITH NON-MANDATORY REQUIREMENTS**

- a) The Company has not yet fixed any tenure for the Independent Directors on the Board of the Company.
- b) The Board has set up a Remuneration Committee, details thereof are furnished earlier in the Report.
- c) The quarterly / half-yearly financial results are published in the newspapers.
- d) The Company has not yet adopted any training programme for the members of the Board.
- e) The Company has not adopted any Whistle Blower policy.

**6. GENERAL BODY MEETINGS**

- a) Location and time where last three AGMs were held

Sr. No.	Date	Location	Time	Special Resolution
1.	September 19, 2009	Flat No. 101/102, Triveni Co-Op. Housing Society Ltd. Mit Chowki, Marve Road, Malad (West), Mumbai - 400 064	4.00 pm	-
2.	September 27, 2008	Flat No. 101/102, Triveni Co-Op. Housing Society Ltd. Mit Chowki, Marve Road, Malad (West), Mumbai - 400 064	4.00 pm	-
3.	September 27, 2007	M.C. Ghia Hall, 18/20, K. Dubash Marg Mumbai – 400 001	4.00 pm	Appointment of Adroit Corporate Services Private Limited as the Registrar and Transfer Agent

During the year under review, the Company has not passed any resolution which was to be decided by postal ballot.

**7. OTHER DISCLOSURES**

- a) There are no material significant transactions with the related parties during the year, which had or could have potential conflict with the interests of the company at large. Transactions with the related parties are disclosed in Note No. 9 of Schedule L to the accounts in the annual report.
- b) No penalties or strictures have been imposed on the Company by SEBI, Stock Exchange or any other statutory authority, for non-compliance of any laws, on any matter related to the capital markets, during the last three years.

**8. MEANS OF COMMUNICATIONS**

- a) Quarterly / Annual financial results of the company are forwarded to the Bombay Stock Exchange Limited and published in The Free Press Journal and Navshakti. Half yearly report is not sent to each household of shareholders. However, the results of the company are published in the Newspapers.
- b) The Company has not made any presentation to any institutional investors or to any analysts during the year.
- c) All items required to be covered in the Management Discussion and Analysis Report have been included in the Directors' Report to Members.
- d) The Company does not have a website.

**9. GENERAL SHAREHOLDER INFORMATION**

**a) Annual General Meeting**

Date & Time : September 25, 2010 at 4:00 p.m.  
Venue : Flat No. 101/102, Triveni Co-Op. Housing Society Ltd. Mitt Chowki, Marve Road, Malad (West), Mumbai - 400 064

**b) Financial Calendar : 2010-2011**

Adoption of Quarterly Results for  
 Quarter ending : in the month of  
 June 2010 : July / Aug 2010  
 September 2010 : Oct / Nov. 2010  
 December 2010 : Jan / Feb. 2011  
 March 2011 : May 2011  
 (Audited annual results)

- c) **Book Closure period** : Friday, September 17, 2010 to Saturday, September 25, 2010

- d) Listing on Stock Exchange : Bombay Stock Exchange Limited (BSE), Dalal Street, Mumbai – 400 001
- The Calcutta Stock Exchange Association Limited (Application for de-listing has already been submitted)
- Listing fees, as prescribed, have been paid to the BSE up to March 31, 2011.

- e) Stock Code at BSE : 526313 on Bombay Stock Exchange Limited  
INE041C01012 EQ

f) Stock price data at the BSE

	Share Price		BSE Sensex	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
April, 2009	0.74	0.56	11,492.10	9,546.29
May, 2009	1.26	0.69	14,930.54	11,621.30
June, 2009	1.52	1.11	15,600.30	14,016.95
July, 2009	2.35	1.00	15,732.81	13,219.99
August, 2009	2.56	1.62	16,002.46	14,684.45
September, 2009	2.25	1.66	17,142.52	15,356.72
October, 2009	2.40	1.83	17,493.17	15,805.20
November, 2009	2.35	1.62	17,290.48	15,330.56
December, 2009	2.00	1.51	17,530.94	16,577.78
January, 2010	2.20	1.44	17,790.33	15,982.08
February, 2010	1.80	1.26	16,669.25	15,651.99
March, 2010	1.65	1.04	17,793.01	16,438.45

g) Registrar and Transfer Agents

Adroit Corporate Services Private Limited  
 19/20, Jaferbhoy Industrial Estate  
 1<sup>st</sup> Floor, Makwana Road  
 Marol Naka, Andheri (E)  
 Mumbai 400 059.  
 Tel. No.: 2859 0942 / 2859 6060 / 2859 4060

h) Share Transfer System

The transfer of shares held in physical mode is processed by Adroit Corporate Services Private Limited and is approved by the Share Transfer Committee of the Company. The transfer of shares is effected and share certificates are dispatched within a period of 30 days from the date of receipt, provided that the relevant documents are complete in all respects.

i) Distribution of shareholding as on March 31, 2010

Grouping of Shares	No. of Shareholders	% of total Shareholders	No. of Shares per Category	% of total shares
1 - 500	23909	91.24	3318804	27.66
501 - 1,000	1072	4.09	952411	7.94
1,001 - 2,000	541	2.06	892143	7.43
2,001 - 3,000	209	0.80	560101	4.67
3,001 - 4,000	79	0.30	288608	2.40
4,001 - 5,000	143	0.55	694588	5.79
5,001 - 10,000	133	0.51	1027870	8.56
10,001 - 1,20,00,005	119	0.45	4265480	35.55
<b>TOTAL</b>	<b>26,205</b>	<b>100.00</b>	<b>1,20,00,005</b>	<b>100.00</b>

Shareholding pattern as on March 31, 2010

Category	No. of Shareholders	No. of shares held	% of Shareholding
Promoter Group	-	-	-
Foreign Company	-	-	-
Non Resident Individuals	24	25,893	0.22
Foreign Institutional Investors	-	-	-
Financial Institutions / Banks	3	3,500	0.03
Mutual Funds / UTI	3	51,900	0.43
Directors and their relatives	-	-	-
Resident Individuals	25956	1,07,48,769	89.57
Other bodies corporate	219	11,69,943	9.75
<b>TOTAL</b>	<b>26205</b>	<b>1,20,00,005</b>	<b>100.00</b>

j) Dematerialisation

The Company has entered into agreements with National Security Depository Limited and Central Depository Services Limited for the dematerialisation of shares. As on March 31, 2010, a total of 96,20,205 shares of the company which form 80.17% of the share capital of the company stand dematerialised.

k) Outstanding GDRs / ADRs / Warrants or any convertible instruments

As of date, the Company has not issued these types of securities.

l) Address for Correspondence

Shareholders can correspond with the Registrars & Share Transfer Agents or at the Registered Office of the Company.

Address of the Registrar & Share Transfer Agents

Adroit Corporate Services Private Limited  
 19/20, Jaferbhoy Industrial Estate  
 1<sup>st</sup> Floor, Makwana Road  
 Marol Naka, Andheri (E)  
 Mumbai 400 059.  
 Tel. No.: 2859 0942 / 2859 6060 / 2859 4060

For the convenience of the investors, transfer requests are also accepted at the Registered Office of the Company.

**Address of Registered Office**

Rajabhadur Mansion, 2nd floor  
28, Bombay Samachar Marg,  
Fort, Mumbai – 400 001

**Contact Person**

Mr. B.S. Rajpurohit – Compliance Officer  
Tel. No.: 4347 2260

**Auditor's Certificate on Corporate Governance**

The Auditor's Certificate on compliance of Clause 49 of the Listing Agreement relating to Corporate Governance is published as an annexure to the Directors' Report.

**Declaration on compliance with code of conduct**

It is hereby affirmed that all the directors and the senior management personnel have complied with the Code of Conduct framed by the Company and a confirmation to that effect has been obtained from the directors and senior management.

For and on behalf of the Board of Directors

B.S. Rajpurohit  
Chairman

Place: Mumbai  
Date: May 26, 2010

**Auditor's Certificate on Corporate Governance**

To Members of  
**Nu-Tech Corporate Services Limited**

We have examined the compliance of conditions of corporate governance by Nu-Tech Corporate Services Limited, for the year ended on March 31, 2010, as stipulated in clause 49 of the Listing Agreement of the said company with the Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and management, except that in the absence of any designated Chief Executive Officer (CEO) and Chief Financial Officer (CFO), the relevant certification on various matters specified under paragraph V of Clause 49 has been done solely by the Chairman of the Company, we certify that the company has complied with conditions of the Corporate Governance as stipulated in Clause 49.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the Management has conducted the affairs of the company.

For **Chandanbala Jain & Associates**  
Practicing Company Secretaries

Chandanbala R. Jain  
Proprietor  
CP No. 6400 (FCS 6122)

Dated : May 26, 2010  
Place : Mumbai

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The Company's Net worth is totally eroded. Due to high NPA's , huge Income tax dues and constraints of funds, management cannot take firm decision for commencing any new activities.

**COMPANY'S PERFORMANCE**

The Company continues to make on recoveries from NPA. In the year 2009-2010, the Company has entered into One Time Settlement with some of its debtors. The company is exerting all its efforts in making more and more recoveries.

**INTERNAL CONTROL SYSTEM**

The Company has appropriate and adequate internal control systems in respect of its operations. Internal Audit of the operations of the Company has been carried out by an independent internal auditor.

**INCOME TAX MATTERS**

The total outstanding liability of Income Tax till date is Rs. 20.40 Crores.

The Federal Bank Ltd. & Central Bank of India have filed Original Application in Debt Recovery Tribunal, Mumbai for recovery of their outstanding dues.

## AUDITOR'S REPORT

### AUDITORS' REPORT TO THE MEMBERS OF NU-TECH CORPORATE SERVICES LIMITED ON THE ACCOUNTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2010

We have audited the attached balance sheet of Nu-Tech Corporate Services Limited, as at 31<sup>st</sup> March, 2010, and also the profit and loss account and the cash flow statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

1. As required by the Companies (Auditor's Report) Order, 2003, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
2. *The financial statements are prepared on a going concern basis even though the company has substantial accumulated losses and has eroded its net worth as explained in note 2 in respect of which we are unable to express an opinion.*
3. Further to our comments in the Annexure referred to in paragraph 1 above, and *subject to our comment in paragraph 2 above*, we report that:
  - (i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (ii) In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of the books.

- (iii) The balance sheet, profit and loss account and cash flow statement dealt with by this report are in agreement with the books of account.
- (iv) In our opinion, the balance sheet, profit and loss account and cash flow statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956.
- (v) On the basis of written representations received from the directors, as on 31<sup>st</sup> March, 2008, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31<sup>st</sup> March, 2008 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
- (vi) In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
  - (a) in the case of the balance sheet, of the state of affairs of the company as at 31<sup>st</sup> March, 2010;
  - (b) in the case of the profit and loss account, of the loss for the year ended on that date; and
  - (c) in the case of the cash flow statement, of the cash flows for the year ended on that date.

For PRASHANT WAKHARIYA & CO.  
Chartered Accountants

PRASHANT WAKHARIYA  
Proprietor  
Membership No. 048877

MUMBAI: May 26, 2010

### ANNEXURE TO THE AUDITORS' REPORT TO THE MEMBERS OF NU-TECH CORPORATE SERVICES LIMITED ON THE ACCOUNTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2010

(Referred to in paragraph 1 of our report of even date)

- (i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) The fixed assets, *except for assets given on lease*, have been physically verified by the management during the year, which in our opinion is reasonable having regard to the size of the company and nature of its business. No material discrepancies were noticed on such verification.
- (c) During the year, the company has not disposed of a substantial part of the fixed assets, and hence question of affecting the going concern status of the company does not arise.
- (ii) (a) According to the information and explanations give to us, and having regard to the company's business, the question of reporting on clauses 4(ii)(a), 4(ii)(b) and 4(ii)(c) of the Companies (Auditor's Report) Order, 2003 (hereinafter referred to as the said Order) does not arise.
- (iii) (a) According to the information and explanations given to us, the company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly, clauses 4(iii)(b), 4(iii)(c) and 4(iii)(d) of the said Order, are not applicable.
- (b) According to the information and explanations given to us, the company has not taken any loans, secured or unsecured from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly, clauses 4(iii)(f) and 4(iii)(g) of the said Order, are not applicable.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the company and the nature of its business with regard to purchase of fixed assets. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.

- (v) (a) In our opinion and according to the information and explanations given to us, the particulars of contracts and arrangements that need to be entered in the register maintained under section 301 of the Companies Act, 1956 have been so entered.
- (b) Sub-clause (b) is not applicable.
- (vi) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of sections 58A and 58AA or any other relevant provisions of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 with regard to the deposits accepted from the public. As informed to us no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.
- (vii) In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
- (viii) According to the information and explanations given to us, maintenance of cost records has not been prescribed by the Central Government under clause (d) of sub-section (1) of Section 209 of the Companies Act, 1956, hence the question of reporting under clause 4(viii) of the said Order does not arise.
- (ix) (a) According to the records of the company, the company is generally regular in depositing with the appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales tax, wealth-tax, service tax, customs duty, excise duty and other material statutory dues applicable to it.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth-tax, service tax, sales tax, customs duty, excise duty and cess were in arrears, as at 31<sup>st</sup> March, 2010 for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us, there are no dues of income tax, wealth-tax, service tax, sales tax, customs duty, excise duty which have not been deposited on account of any dispute, except as stated below:

Name of the statute	Nature of the dues	Amount (Rupees)	Period to which the amount relates	Forum where dispute is pending
The Income Tax Act, 1961	Penalty	8,242,448	A. Y. 1993-94	Commissioner of Income-tax (Appeals)
- do -	Interest tax & Penalty	15,282,292	A. Y. 1995-96	- do -
- do -	- do -	40,899,122	A.Y. 1996-97	- do -
- do -	Income-tax	22,277,080	A.Y. 1993-94	Income-tax Appellate Tribunal
- do -	- do -	22,286,394	A.Y. 1995-96	- do -
- do -	- do -	38,853,600	A.Y. 1996-97	- do -
- do -	- do -	19,294,317	A.Y. 1999-2000	- do -
- do -	- do -	18,857,022	A.Y. 2000-2001	- do -
- do -	- do -	12,191,336	A.Y. 2001-2002	- do -
- do -	- do -	5,878,977	A.Y. 2002-2003	- do -

- (x) In our opinion, the accumulated losses of the company are more than fifty percent of its net worth. The company has incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.

- (xi) According to the information and explanations given to us, the company has defaulted in the repayment of bank overdraft/ working capital demand loans, including interest thereon, to banks. The period and the amount of such defaults as on the balance sheet date are as follows:

Name of the bank	Due date	Amount (Rupees)
1. Central Bank of India	20.03.2001	78,920,893
Interest from 20.03.2001 to 31.03.2010		88,075,517
Total		166,996,410
2. The Federal Bank Ltd.	02.01.2003	78,744,765
Interest from 02.01.2003 to 31.03.2010		112,959,347
Total		191,704,112
TOTAL	( 1 +2 )	358,700,522

- (xii) According to the information and explanations given to us, the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) The company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provision of clause 4 (xiii) of the said Order is not applicable to the company.
- (xiv) The company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provision of clause 4(xiv) of the said Order is not applicable to the company.
- (xv) According to the information and explanations given to us, the company has not given any guarantees for loans taken by others from a bank or financial institution.
- (xvi) During the year under consideration the company has not obtained any term loans, accordingly, the question of reporting on its application does not arise.
- (xvii) *According to the information and explanations given to us and on an overall examination of the balance sheet of the company where the accumulated losses of Rs. 503,821,183 have exceeded share capital and reserves of Rs. 160,331,279 and the short term loan funds of Rs. 377,533,588 appear to have been partly used to finance losses.*
- (xviii) The company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly, the question of reporting on whether the price at which such shares have been issued is prejudicial to the interest of the company does not arise.
- (xix) The company has not issued any debentures. Accordingly, the question of creating a security or charge for such debentures does not arise.
- (xx) The company has not raised any money by public issues during the year. Accordingly, the question of disclosure of end use of such monies does not arise.
- (xxi) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

For PRASHANT WAKHARIYA & CO.  
Chartered Accountants

PRASHANT WAKHARIYA  
Proprietor  
Membership No. 048877

MUMBAI: May 26, 2010

**BALANCE SHEET AS AT 31ST MARCH 2010**

	Schedule	As at 31/03/2010 Rupees	As at 31/03/2009 Rupees
<b>I. SOURCES OF FUNDS</b>			
(1) SHAREHOLDERS' FUNDS			
(a) Share capital	"A"	120,000,050	120,000,050
(b) Reserves and surplus	"B"	33,107,072	33,107,072
		<u>153,107,122</u>	<u>153,107,122</u>
(2) LOAN FUNDS	"C"		
(a) Secured loans		358,700,523	332,771,457
(b) Unsecured loans		44,762,131	44,762,131
		<u>403,462,654</u>	<u>377,533,588</u>
		<u>556,569,776</u>	<u>530,640,710</u>
<b>II. APPLICATION OF FUNDS</b>			
(1) FIXED ASSETS	"D"		
(a) Gross block		165,254,728	177,979,366
(b) Less : Depreciation		97,592,959	106,910,778
(c) Less : Lease adjustment		41,856,636	44,410,602
(d) Net block		25,805,133	26,657,986
(e) Add : Advances for capital expenditure		5,217,837	5,217,837
		<u>31,022,970</u>	<u>31,875,823</u>
(2) INVESTMENTS	"E"	31,374,750	1,529,750
(3) CURRENT ASSETS, LOANS AND ADVANCES	"F"		
(a) Sundry debtors		-	-
(b) Cash and bank balances		633,217	4,151,357
(c) Loans and advances		26,193,500	24,605,274
		<u>26,826,717</u>	<u>28,756,631</u>
Less : CURRENT LIABILITIES AND PROVISIONS	"G"		
Current Liabilities		29,230,970	5,703,280
Provisions		20,718	23,166
		<u>29,251,688</u>	<u>5,726,446</u>
Net current assets		(2,424,971)	23,030,185
(4) DEBIT BALANCE IN PROFIT AND LOSS ACCOUNT	"H"	496,597,026	474,204,951
		<u>556,569,776</u>	<u>530,640,710</u>
Notes to the Accounts	"K"		

Per our report attached  
 For PRASHANT WAKHARIYA & CO.  
 Chartered Accountants

PRASHANT WAKHARIYA  
 Proprietor

Mumbai : May 26, 2010

For and on behalf of the Board of Directors

B. S. RAJPUROHIT  
 Chairman

RAGINI GUPTA  
 Director

Mumbai: May 26, 2010

MAHESH JAIN  
 Director

**PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2010**

	Schedule	For the year ended 31/03/2010 Rupees	For the year ended 31/03/2009 Rupees
<b>INCOME</b>			
Other income	" I "	2,076,221	2,112,250
	<b>Total ( i )</b>	<b>2,076,221</b>	<b>2,112,250</b>
<b>EXPENDITURE</b>			
Operating and other expenses	" J "	1,567,517	1,471,607
Depreciation on fixed assets		816,713	812,286
Depreciation on immovable property		155,000	155,000
Interest and other finance charges		25,929,066	25,929,066
	<b>Total ( ii )</b>	<b>28,468,296</b>	<b>28,367,959</b>
	<b>( i ) - ( ii )</b>	<b>(26,392,075)</b>	<b>(26,255,709)</b>
Provision written back for Non-performing assets (net)		4,000,000	3,400,000
<b>PROFIT/(LOSS) BEFORE TAX</b>		<b>(22,392,075)</b>	<b>(22,855,709)</b>
Provision for tax		-	2,486
<b>PROFIT/(LOSS) AFTER TAX</b>		<b>(22,392,075)</b>	<b>(22,858,195)</b>
Add : Balance brought forward from last year		<b>(481,429,108)</b>	<b>(458,570,913)</b>
Debit balance carried forward (See Schedule H)		<b>(503,821,183)</b>	<b>(481,429,108)</b>
Basic and diluted earnings per equity share (Rs.) (See Note 3)		<b>(1.87)</b>	<b>(1.90)</b>
Notes to the Accounts	" K "		

Per our report attached  
 For PRASHANT WAKHARIYA & CO.  
 Chartered Accountants

For and on behalf of the Board of Directors

PRASHANT WAKHARIYA  
 Proprietor

B. S. RAJPUROHIT  
 Chairman

RAGINI GUPTA  
 Director

Mumbai : May 26, 2010

Mumbai: May 26, 2010

MAHESH JAIN  
 Director

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2010 (contd.)**

	Year 31/03/2010 Rupees	Year 31/03/2009 Rupees
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit/ (Loss) before tax and extraordinary items	(22,392,075)	(22,855,709)
<b>Adjustments for :</b>		
Depreciation	971,713	967,286
Provision for diminution in value of investments	-	-
(Profit) on sale of fixed assets (net)	75,016	-
Bad debts written off	-	-
Loan written back on compromise settlement for full and final settlement of loan from a bank	-	-
Interest Income	-	-
Dividend Income	(12,750)	(12,250)
Interest charged	25,929,066	25,929,066
<b>Operating profit before working capital changes and other adjustments</b>	<b>4,570,970</b>	<b>4,028,393</b>
<b>Adjustments for :</b>		
Provision for non performing assets	(4,000,000)	(3,400,000)
Sale of fixed assets given on lease	-	-
Lease terminal adjustment	-	-
(Increase)/Decrease in Sundry debtors	4,000,000	3,400,000
Increase/(Decrease) in net current liabilities	23,527,690	67,309
(Increase) / Decrease in current assets, loans and advances	636,630	(1,021,630)
<b>Cash generated from operations</b>	<b>28,735,290</b>	<b>3,074,072</b>
Interest paid	-	-
Fringe benefit tax paid	(2,448)	(3,948)
Direct taxes paid (net)	(2,224,856)	(2,158,494)
<b>Net cash (outflow)/inflow from operating activities</b>	<b>26,507,986</b>	<b>911,630</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of investments	(30,000,000)	-
Sale of investments	-	-
Purchase of fixed assets for own use	(38,875)	-
Sale of fixed assets for own use	-	-
Interest received	-	-
Dividend received	12,750	12,250
<b>Net cash inflow from investing activities</b>	<b>(30,026,125)</b>	<b>12,250</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from borrowings	-	-
Repayment of borrowings	-	-
Increase/ (decrease) in cash credit	-	-
<b>Net cash inflow/(outflow) from financing activities</b>	<b>-</b>	<b>-</b>
<b>Net (decrease)/increase in cash and cash equivalents (A+B+C)</b>	<b>(3,518,140)</b>	<b>923,880</b>
<b>Cash and cash equivalents as at the end of the year, comprising:</b>		
Cash on hand	3,637	5,373
Balances with scheduled banks - on current accounts	629,580	4,145,984
- on deposit accounts	-	-
	<b>633,217</b>	<b>4,151,357</b>
<b>Cash and cash equivalents as at the commencement of the year, comprising:</b>		
Cash on hand	5,373	4,460
Balances with scheduled banks - on current accounts	4,145,984	3,223,017
On fixed deposit account	-	-
	<b>4,151,357</b>	<b>3,227,477</b>
	<b>(3,518,140)</b>	<b>923,880</b>
<b>Net (decrease)/increase as disclosed above</b>		

Notes:

- (i) Leasing is one of the principal business activities of the company and therefore the cash flow relating to it is included under operating activities.
- (ii) Figures in brackets are outflow/deductions.
- (iii) The figures for the previous year have been regrouped where necessary.

Per our report attached  
For PRASHANT WAKHARIYA & CO.

Chartered Accountants

PRASHANT WAKHARIYA  
Proprietor

Mumbai : May 26, 2010

For and on behalf of the Board of Directors

B. S. RAJPUROHIT  
Chairman

RAGINI GUPTA  
Director

MAHESH JAIN  
Director

Mumbai : May 26, 2010



**SCHEDULES FORMING PART OF THE BALANCE SHEET**

	As at 31/03/2010 Rupees	As at 31/03/2009 Rupees
<b>SCHEDULE - A</b>		
<b>Authorised :</b>		
1,50,00,000 Equity shares of Rs. 10 each	<b>150,000,000</b>	150,000,000
1,00,00,000 Cumulative redeemable preference shares of Rs.10 each	<b>100,000,000</b>	100,000,000
	<b><u>250,000,000</u></b>	<u>250,000,000</u>
<b>Issued, subscribed and paid-up :</b>		
1,20,00,005 Equity shares of Rs. 10 each fully paid-up (of the above shares 4,00,000 equity shares of Rs. 10 each are allotted as bonus shares by capitalisation of general reserve)	<b>120,000,050</b>	120,000,050
	<b><u>120,000,050</u></b>	<u>120,000,050</u>
<b>SCHEDULE - B</b>		
<b>RESERVES AND SURPLUS</b>		
<b>Share premium :</b>		
As per last balance sheet	<b>29,333,350</b>	29,333,350
<b>Special reserve :</b>		
As per last balance sheet	<b>3,773,722</b>	3,773,722
<b>General reserve :</b>		
As per last balance sheet	<b>7,224,157</b>	7,224,157
Profit and loss account:		
Debit balance set off to the extent of uncommitted reserves per contra (See Schedule H)	<b>(7,224,157)</b>	(7,224,157)
	<b><u>33,107,072</u></b>	<u>33,107,072</u>
<b>SCHEDULE - C</b>		
<b>LOAN FUNDS</b>		
<b>a) Secured loans</b>		
Cash credit (secured by hypothecation of assets given on lease/hire purchase and book debts in respect of lease rent/hire instalments due on such assets and mortgage of immovable property)	<b>146,888,118</b>	146,888,118
<b>Interest accrued and due</b>	<b>211,812,405</b>	185,883,339
	<b><u>358,700,523</u></b>	<u>332,771,457</u>
<b>b) Unsecured loans</b>		
Inter corporate deposits (repayable on demand)	<b>44,762,131</b>	44,762,131
	<b><u>44,762,131</u></b>	<u>44,762,131</u>
	<b><u>403,462,654</u></b>	<u>377,533,588</u>

**SCHEDULES FORMING PART OF THE BALANCE SHEET (contd.)**  
**SCHEDULE - D**

	GROSS BLOCK			DEPRECIATION			NET BLOCK		LEASE TERMINAL ADJUSTMENT				ADJUSTED NET BLOCK (Net of lease terminal adjustment)			
	As at 31/03/2009 Rupees	Additions Rupees	Deductions/adjustments Rupees	As at 31/03/2010 Rupees	For the Year Rupees	Deductions Rupees	As at 31/03/2010 Rupees	As at 31/03/2009 Rupees	For the Year Rupees	Deductions/adjustments Rupees	As at 31/03/2010 Rupees	As at 31/03/2009 Rupees	As at 31/03/2010 Rupees			
<b>FIXED ASSETS</b>																
Assets given on lease:																
Plant and machinery	128,332,274	-	12,763,513	115,568,761	85,112,304	-	10,134,531	74,977,773	40,590,989	43,219,970	42,976,623	-	2,553,966	40,422,657	168,331	243,347
Computer equipment	3,234,075	-	-	3,234,075	3,146,760	-	-	3,146,760	87,315	84,135	-	-	-	84,135	3,180	3,180
Furniture and fittings	189,350	-	-	189,350	140,114	-	-	140,114	49,236	49,236	-	-	-	49,236	-	-
Office equipment	952,687	-	-	952,687	638,451	-	-	638,451	314,236	314,236	311,775	-	-	311,775	2,461	2,461
Vehicles	6,983,431	-	-	6,983,431	5,994,598	-	-	5,994,598	988,833	988,833	988,833	-	-	988,833	-	-
Sub-total	139,691,817	-	12,763,513	126,928,304	95,032,227	-	10,134,531	84,897,696	42,030,609	44,659,590	44,410,602	-	2,553,966	41,856,636	173,972	248,988
Assets for own use:																
Premises	32,984,064	-	-	32,984,064	7,642,847	537,640	-	8,180,487	24,803,577	25,341,217	-	-	-	24,803,577	25,341,217	-
Computer equipment	875,330	24,500	-	899,830	807,865	78,450	-	886,315	13,515	67,465	-	-	-	13,515	67,465	-
Furniture and fittings	2,771,773	14,375	-	2,786,148	2,403,675	161,908	-	2,565,583	220,565	368,098	-	-	-	220,565	368,098	-
Office equipment	1,656,382	-	-	1,656,382	1,024,164	38,714	-	1,062,878	593,504	632,218	-	-	-	593,504	632,218	-
Sub-total	38,287,549	38,875	-	38,326,424	11,878,551	816,713	-	12,695,264	25,631,160	26,408,998	-	-	-	25,631,160	26,408,998	-
<b>Grand total</b>	177,979,366	-	12,763,513	165,254,728	106,910,778	816,713	10,134,531	97,592,959	67,661,769	71,068,588	44,410,602	-	2,553,966	41,856,636	25,805,132	26,657,986
Previous year	236,018,956	-	21,907,172	214,111,784	142,026,091	1,116,561	16,028,117	127,114,535	-	62,187,092	2,371,653	5,844,055	58,714,690	28,282,559	31,805,773	-
Add : Advances for capital expenditure																
															5,217,837	5,217,837
															31,022,969	31,875,823

**SCHEDULES FORMING PART OF THE BALANCE SHEET**

	As at 31/03/2010 Rupees	As at 31/03/2009 Rupees
<b>SCHEDULE -E</b>		
<b>INVESTMENTS (unquoted, unless otherwise stated)</b>		
<b>Trade / Long term investments :</b>		
<b>A. Government Securities:</b>		
National saving certificates (deposited with sales tax authorities Rs.11,000; as at 31/03/2006-Rs.11,000)	11,000	11,000
<b>B. Shares (fully paid-up)</b>		
Dhananjay Money management Srevice Pvt. Limited	30,000,000	-
90,000 equity shares of Rs.10 each in Yash Safety Products (I) Limited	900,000	900,000
2,500 equity shares of Rs.10 each in New India Co-operative Bank Limited	25,000	25,000
60 equity shares of Rs.5 each in Stanrose Mafatlal Lubechem Limited (quoted)	6,000	6,000
286,100 10% Non Cumulative Convertible Preference shares of Rs. 10 each in Prestige Food Limited	2,861,000	2,861,000
5,000 shares of Rs.10 each in The North Kanara G.S.B.Co-operative Bank Limited	50,000	50,000
1,000 shares of Rs.10 each in The Saraswat Co-operative Bank Limited	10,000	10,000
	<u>33,863,000</u>	<u>3,863,000</u>
Less : Provision for diminution in value of investments	<u>3,767,000</u>	<u>3,767,000</u>
	( i ) <u>30,096,000</u>	<u>96,000</u>
<b>C. Immovable property</b>		
Cost as per last balance sheet	3,100,000	3,100,000
Less : Depreciation on immovable property	<u>1,821,250</u>	<u>1,666,250</u>
	( ii ) <u>1,278,750</u>	<u>1,433,750</u>
<b>Other/Current investments :</b>		
<b>A. Government Securities:</b>		
<b>Bonds:</b>		
15.75% Bonds of face value Rs.100,000/- of Krishna Bhagya Jala Nigam Limited	105,250	105,250
Less : Provision for diminution in value of investments	<u>105,250</u>	<u>105,250</u>
	( iii ) <u>-</u>	<u>-</u>
	Total ( i ) + ( ii ) + ( iii ) <u>31,374,750</u>	<u>1,529,750</u>
Aggregate amount of quoted investments	-	-
Aggregate amount of unquoted investments	31,374,750	1,529,750
	<b>Total</b> <u><u>31,374,750</u></u>	<u><u>1,529,750</u></u>

**SCHEDULES FORMING PART OF THE BALANCE SHEET**

	As at 31/03/2010 Rupees	As at 31/03/2009 Rupees
<b>SCHEDULE - F</b>		
<b>CURRENT ASSETS, LOANS AND ADVANCES</b>		
<b>a) Sundry debtors: (unsecured )</b>		
Debts outstanding for a period exceeding six months		
Considered doubtful	47,658,323	51,913,427
Less:- provision	<u>47,658,323</u>	<u>51,913,427</u>
	-	-
<b>b) Cash and bank balances :</b>		
Cash in hand	3,637	5,373
Balances with scheduled banks on current accounts	<u>629,580</u>	<u>4,145,984</u>
	<u>633,217</u>	<u>4,151,357</u>
<b>c) Loans and advances:</b>		
(unsecured, considered good unless otherwise stated )		
Advances recoverable in cash or in kind or for value to be received	1,606,307	2,242,937
Bills receivable		
Considered doubtful	<u>15,683,652</u>	<u>20,386,977</u>
	<u>17,289,959</u>	<u>22,629,914</u>
Less:- provision	<u>15,683,652</u>	<u>20,386,977</u>
	<u>1,606,307</u>	<u>2,242,937</u>
<b>Tax deducted at source and advance tax less provisions</b>	<u>24,587,193</u>	<u>22,362,337</u>
	<u>26,193,500</u>	<u>24,605,274</u>
	<u>26,826,717</u>	<u>28,756,631</u>
<b>SCHEDULE - G</b>		
<b>CURRENT LIABILITIES AND PROVISIONS:</b>		
<b>Current Liabilities</b>		
<b>Sundry creditors (No outstanding dues of small scale industrial undertakings)</b>	1,289,023	2,902,018
<b>Security and trade deposits</b>	27,941,946	2,789,023
<b>Investor Education and Protection Fund shall be credited by the following amounts:*</b>		
Unclaimed interest on fixed deposit (*The above amount shall be transferred to 'Investor Education and Protection Fund' when due)	-	12,238
<b>Total</b>	<u>29,230,970</u>	<u>5,703,280</u>
<b>Provisions</b>		
- Gratuity	20,718	20,718
- Service tax	-	-
- Fringe benefit tax	-	2448
<b>Total</b>	<u>20,718</u>	<u>23,166</u>
<b>Grand Total</b>	<u>29,251,688</u>	<u>5,726,446</u>
<b>SCHEDULE - H</b>		
<b>DEBIT BALANCE IN PROFIT AND LOSS ACCOUNT</b>		
Debit balance as per accounts annexed	503,821,183	481,429,108
Less: set off to the extent of uncommitted reserves (for contra see Schedule B)	7,224,157	7,224,157
<b>Total</b>	<u>496,597,026</u>	<u>474,204,951</u>

**SCHEDULES FORMING PART OF THE PROFIT AND LOSS ACCOUNT**

	For the year ended 31/03/2010 Rupees	For the year ended 31/03/2009 Rupees
<b>SCHEDULE - I</b>		
<b>OTHER INCOME</b>		
Dividend on long term investments	12,750	12,250
Rent (tax deducted at source Rs. 5,43,354/-; year ended 31/03/2008 Rs. 4,82,644/-)	2,130,000	2,100,000
Miscellaneous Income	8,487	-
Loss on sale of lease asset	(75,016)	-
<b>Total</b>	<u><u>2,076,221</u></u>	<u><u>2,112,250</u></u>
<b>SCHEDULE - J</b>		
<b>(i) Operating and other expenses:</b>		
Staff welfare expenses	-	735
	-	735
<b>(ii) Other expenses:</b>		
Electricity	28,940	36,210
Repairs and maintenance	370,723	305,794
Insurance	4,455	3,878
Printing and stationery	37,828	7,324
Postage, telegram and telephone	86,220	128,979
Travelling and conveyance	6,353	9,839
Legal and professional fees	351,326	387,289
Bank charges	2,917	(754)
Brokerage	9,000	-
Rent	28,000	-
Auditors' remuneration (including service tax where applicable):		
Audit fees	110,300	110,300
Other services	76,210	78,137
Reimbursement of out of pocket expenses	-	-
Directors fees	105,000	105,000
Registration and transfer charges	99,203	97,210
Miscellaneous expenses	251,042	201,666
	<u><u>1,567,517</u></u>	<u><u>1,470,872</u></u>
	<u><u>1,567,517</u></u>	<u><u>1,471,607</u></u>

**SCHEDULE ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2010 AND THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON THAT DATE****SCHEDULE - K****NOTES TO THE ACCOUNTS****1. Significant Accounting Policies****(i) Basis of Accounting Preparation**

The financial statements are prepared under historical cost convention on an accrual basis in accordance with the accounting principle, and are in accordance with the requirements of the Companies Act, 1956 referred to in sub-section (3C) of Section 211 of the said Act. And comply with notified accounting standards by Companies Accounting Standards Rules, 2006.

**(ii) Lease Accounting**

a) In respect of assets given on lease, the company accounts for lease income as per the recommendations of the Guidance Note on Accounting for Leases issued by the Institute of Chartered Accountants of India.

b) Finance charges on hire purchase agreements are accounted for by applying the implicit rate of return in the transaction on the declining balance of the amount financed for the period of agreement.

**(iii) Fixed Assets**

All fixed assets are stated at cost of acquisition less accumulated depreciation.

**(iv) Depreciation/Amortisation****a) Fixed assets given on lease**

In respect of assets acquired upto 31<sup>st</sup> March, 1994 depreciation is provided on straight line method so as to write-off ninety-five percent of the original cost of the asset over the lease period which ranges from 3 to 5 years.

In respect of assets acquired after 31<sup>st</sup> March, 1994 depreciation is provided on the written down value method on the basis of rates specified in Schedule XIV to the Companies Act, 1956.

**b) Fixed assets acquired for own use**

Depreciation has been computed on the straight line method at the rates applicable at the time of acquisition of the fixed assets as specified in Schedule XIV to the Companies Act, 1956.

c) **Depreciation on investment in immovable property** is provided for on the basis of straight line method.

**(v) Investments**

Long term investments are stated at cost, less any diminution in value other than temporary. Current investments are stated at lower of cost and fair value.

(vi) There are **no foreign currency transactions** during the year under review.

**(vii) Retirement benefits**

Retirement benefits in respect of gratuity and leave Encashment has been provided for during the year under consideration up to the time there were such employees in the company. Actuarial valuation as at the end of the financial year is not made as there are no employees in the company as at the year end.

**(viii) Taxation**

a) Provision for taxation has been made in accordance with the Income Tax laws and rules prevailing at the time of the relevant assessment years. The company has unabsorbed depreciation and carried forward losses available for set-off under the Income-tax Act, 1961. However, in view of present uncertainty regarding generation of sufficient future taxable income, net deferred tax assets at the year end including related credit for the year have not been recognised in these accounts on prudent basis.

b) Necessary provisions are made for present obligations that arise out of events prior to the balance sheet date entailing future outflow of economic resources. Such provision reflects best estimates based on available information.

c) Tax is deducted at source on payment of relevant expenditures.

2. The management believes that the company is a going concern and will continue to be so in the foreseeable future, notwithstanding the fact that the company has eroded its net worth. Considering the steps initiated by the company for its revival and recovery of its dues from its clients, including legal recourse, the company is confident that the outstandings will be reduced in due course of time.

3. The company does not have a full time company secretary though the same is requiring by the Companies Act 1956.

4. The Company's bankers have initiated recovery proceedings in respect of dues against Bank Overdraft/Working Capital Demand Loans amounting to Rs. 78,920,893 in respect of Central Bank of India as at 20.03.2001 and amounting to Rs. 78,744,765 in respect of The Federal Bank Ltd. as at 02.01.2003. Together with interest thereon. The company has been consistently providing for interest on above loans @16.50% & @18.50% in respect of Central Bank of India and The Federal Bank Ltd. respectively. Accordingly as at the balance sheet date the total outstanding in respect of Central Bank of India is Rs.166, 996,410 and in respect of The Federal Bank Ltd.

is Rs.191,704,113. These matters are pending before The Debt Recovery Tribunal for hearing and final disposal. However, the Company is in dialogue for compromise settlement.

5. During the year under consideration the company has not recognised any income in respect of lease and hire purchase as in the opinion of the management no such income as accrued.

**6. Earnings per share**

		<b>31.03.2010</b>	31.03.2009
Profit/(Loss) after tax as per profit and loss account (Rs.)	A	<b>(22,392,075)</b>	(22,858,195)
Weighted average number of equity shares outstanding	B	<b>12,000,005</b>	12,000,005
Nominal value of equity shares (Rs.)		<b>10</b>	10
Basic and diluted earnings per equity share (Rs.)	A/B	<b>(1.87)</b>	(1.90)

**Contingent liabilities in respect of:**

	<b>As at 31.03.2010</b>	As at 31.03.2009
	<u>Rupees</u>	<u>Rupees</u>
Disputed income-tax demands	<b>204,062,588</b>	204,062,588

**7. Remuneration to Directors :**

	<b>For the year ended 31.3.2010</b>	For the year ended 31.3.2009
	<u>Rupees</u>	<u>Rupees</u>
(i) Managerial remuneration		
a) Salary	-	-
b) Commission	-	-
c) Perquisites	-	-
d) Contribution to provident fund and Superannuation fund	-	-
(ii) Directors' sitting fees	<b>1,05,000</b>	1,05,000
	<b>1,05,000</b>	1,05,000

8. Since the company is solely engaged in leasing and hire purchase activity no separate information for segment wise disclosure is required.

**9. Related Party Disclosures:**

Transactions with related parties as identified by the company (Rupees)

Name of party	Nature of transaction	Volume of transactions during the year	Outstanding as on 31.3.2010	
			Due to	Due from
<b>Directors :</b>				
Mr. B. S. Rajpurohit	Sitting Fees	<b>35,000</b>	-	-
		<b>(35,000)</b>	(-)	(-)
Mr. Mahesh Jain	Sitting Fees	<b>35,000</b>	-	-
		<b>(35,000)</b>	(-)	(-)
Ms. Ragini Gupta	Sitting Fees	<b>35,000</b>	-	-
		<b>(35,000)</b>	(-)	(-)
<b>Other Related Parties:</b>				
Industrial Investment Trust Ltd.	ICD Accepted	-	<b>4,47,62,131</b>	-
IIT Corporate Services Ltd.	Advance	-	<b>333,620</b>	(-)
		(-)	(-)	(-)

Figures in brackets are the corresponding figures of the previous year.

10. The company is in the process of identifying **suppliers falling under The Micro, Small and Medium Enterprises Development Act, 2006**. However, the company has received no confirmation as regards to the status.

**11. Payment made to Auditors: Including Service tax wherever Applicable**

	<b>For the year ended 31.3.2010 (Rs)</b>	For the year ended 31.3.2009 (Rs)
a) Statutory Auditor's fees	<b>1,10,300</b>	1,10,300
b) Other Services	<b>76,210</b>	78,137
c) Out of Pocket Expenses	-	-
	<b>1,86,510</b>	1,88,437

**12. There are no foreign exchange transactions during the year.**

13. The figures relating to the previous year have been regrouped where necessary to make them comparable with those of the current year.

**SCHEDULE ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2010 AND THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON THAT DATE (contd.)**

**I. Registration Details**

Registration No. 1 1 5 0 7 4 0 o f 1 9 8 9

State Code 1 1

Balance Sheet Date 3 1 0 3 2 0 1 0  
Date Month Year

**II. Capital raised during the Year (Amount in Rs. Thousand)**

Public Issue  
NIL

Right Issue  
NIL

Bonus Issue  
NIL

Conversion of Debentures  
NIL

**III. Position of Mobilisation and Deployment of Funds (Amount in Rs. Thousand)**

Total Liabilities  
5 5 6 5 7 0

Total Assets  
5 5 6 5 7 0

Sources of Funds Paid up Capital  
1 2 0 0 0 0

Reserves & Surplus  
3 3 1 0 7

Secured Loans  
3 5 8 7 0 1

Unsecured Loan  
4 4 7 6 2

Application of Funds Net Fixed Assets  
3 1 0 2 3

Investments  
3 1 3 7 5

Net Current Assets  
( 2 4 2 5 0 )

Misc. Expenditure  
-

Accumulated Losses  
4 9 6 5 9 7

**IV. Performance of Company (Amount in Rs. Thousand)**

Turnover  
2 0 7 6

Total Expenditure  
2 8 4 6 8

Profit(+)/Loss(-) Before Tax  
( 2 2 3 9 2 )

Profit(+)/Loss(-) After Tax  
( 2 2 3 9 2 )

Earnings per share in Rs.  
( 1 . 8 7 )

Dividend (%)  
NIL

**V. Generic names of three principal products/services of Company (as per monetary terms )**

Product Description :  
i. Lease Financing  
ii. Hire Purchase Financing  
iii. Bills Discounting

Item Code No.  
Not Applicable  
Not Applicable  
Not Applicable

Per our report attached  
For PRASHANT WAKHARIYA & CO.

For and on behalf of the Board of Directors

Chartered Accountants  
PRASHANT WAKHARIYA  
Proprietor

B. S. RAJPUROHIT  
Chairman

RAGINI GUPTA  
Director

Mumbai : May 26, 2010

Mumbai: May 26, 2010

MAHESH JAIN  
Director







# NU-TECH CORPORATE SERVICES LIMITED

Regd. Office : 14E, Rajabhadur Mansion, 2nd Floor, 28, Bombay Samachar Marg, Mumbai - 400 001

## ATTENDANCE SLIP

### TO BE HANDED OVER AT THE ENTRANCE OF THE MEETING HALL

Full Name of the member attending : .....

Full Name of Proxy : .....

(To be filled in if Proxy Form has been duly deposited with the Company)

I hereby record my presence at the 21st ANNUAL GENERAL MEETING of the Company at Triveni Co-Op. Housing Society Ltd. Mitt Chowki, Marve Road, Malad (West), Mumbai - 400 064 on Saturday the September 25, 2010 at 4.00 p.m.

Full Name of the sole / first holder .....

DP. Id : .....

Client Id / Folio No.: .....

No. of Shares held : .....

.....  
Member's / Proxy's Signature  
(To be signed at the time of handing over this slip)

NOTE : The Copy of the Annual Report may please be brought to the meeting.



# NU-TECH CORPORATE SERVICES LIMITED

Regd. Office : 14E, Rajabhadur Mansion, 2nd Floor, 28, Bombay Samachar Marg, Mumbai - 400 001

## FORM OF PROXY

No. of Shares .....

DP. Id : .....

Client Id / Folio No. : .....

I/We .....

of ..... in the district of .....

being a member of NU-TECH CORPORATE SERVICES LIMITED, hereby appoint .....

members ..... of ..... in the district of

..... or failing him /her .....

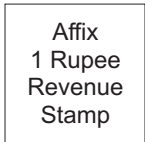
of ..... in the district of ..... or

failing him / her ..... of ..... in the district of

as my Proxy to attend and vote for me on my behalf at the 21st ANNUAL GENERAL MEETING of the Company to be held on Saturday the September 25, 2010 at 4.00 p.m. and at any adjournment thereof.

Signed this ..... Day of ..... 2010

Place .....



Signature

Note : The Proxy Form duly completed must be deposited at the Registered Office of the Company not less than 48 hours before the Meeting.

BOOK-POST

*If Undelivered, Please return to :*

**NU-TECH CORPORATE SERVICES LIMITED**  
28, Rajabhadur Mansion, Bombay Samachar Marg,  
Mumbai - 400 001.